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OF COUNSEL  
URBAN A. LESTER

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

OCT 22 11 20 AM '98

October 22, 1998

RECORDATION NO. **21730** FILED

OCT 22 '98 11-20 AM

Mr. Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a), are two (2) copies of a Memorandum of Lease, dated as of October 15, 1998, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.  
480 W. Dussel Drive  
Maumee, Ohio 43537

Lessee: Southern Illinois Railcar Company  
Executive Park Two  
505 Buckeye Drive  
Troy, Illinois 62294

A description of the railroad equipment covered by the enclosed document is:

nineteen (19) railcars bearing reporting marks and road numbers set forth on the Schedule attached hereto.

Mr. Vernon A. Williams  
October 22, 1998  
Page 2

Also enclosed is a check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return one stamped copy of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in black ink, appearing to read "Robert W. Alvord", with a stylized flourish at the end.

Robert W. Alvord

RWA/bg  
Enclosures

**SOUTHERN ILLINOIS RAILCAR CO.**

**EXHIBIT A**

**RIDER #199703-SOU6A**

CAR NUMBERS			
AEX	574	AEX	584
AEX	575	AEX	617
AEX	576	AEX	618
AEX	577	AEX	628
AEX	578	AEX	635
AEX	579	AEX	639
AEX	580	AEX	205266
AEX	581	AEX	247156
AEX	582	AEX	248613
AEX	583		

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Revised 10/15/98

RECORDATION NO.

21730

FILED

MEMORANDUM OF LEASE

OCT 22 '98

11-20AM

This Memorandum of Lease is entered into as of the 15th day of October, 1998, by and between The Andersons, Inc., an Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Southern Illinois Railcar Company, an Illinois corporation, having its principal place of business at Executive Park Two, 505 Buckeye Drive, Troy, Illinois 62294 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement #199503-SOU dated as of September 1, 1995 (the "Master Lease"), and Equipment Lease Rider #199703-SOU6A dated as of September 1, 1997 (the "Rider"), whereby Lessor leases to Lessee nineteen (19) rail cars bearing railroad reporting marks as noted on attached Exhibit "A" (collectively, the "Railcars") terminating August 31, 2000 with rail cars starting at number AEX 574.

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:

Signed and acknowledged in the presence of:

Reggie J. Trucken  
Charles R. Brown

THE ANDERSONS, INC.

By:

Kirsch H. SoreTitle: Vice President & General Manager  
Manufacturing Division

LESSEE:

Signed and acknowledged in the presence of:

[Signature]  
Michelle Nation

SOUTHERN ILLINOIS RAILCAR COMPANY

By:

[Signature]

Title:

President

STATE OF OHIO       )  
                              ) SS:  
COUNTY OF LUCAS    )

Before me, a Notary Public, in and for said county and state, personally appeared Rasesh H. Shah, the Vice President and General Manager, Manufacturing Division of The Andersons, Inc., an Ohio corporation, who acknowledged that he/she being thereunto duly authorized, did sign the foregoing instrument in behalf of said corporation and by authority of its Board of Directors on behalf of the corporation and that the same is the free act and deed of said officer and of said corporation.

In Testimony Whereof, I have hereunto set my hand and official seal at Maumee, Ohio this 15th day of October, 1998.

Elizabeth J. Hall  
Notary Public  
My Commission Expires  
My Commission has no Expiration Date.  
Section 147.03 O.R.C.

STATE OF Illinois       )  
                              ) SS:  
COUNTY OF Madison    )

On this 19<sup>th</sup> day of October, 1998, before me personally appeared Fred L. Parsons, to me personally known, who being duly sworn, says that he/she is the President of Southern Illinois Railcar Company, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Janice A. Tweedy  
Notary Public  
My Commission Expires: February 23, 2000

**SOUTHERN ILLINOIS RAILCAR CO.**

**EXHIBIT A**

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Revised 10/15/98